

RECORDATION NO. 30123-A FILED

AUG 15 '12 -4 24 PM

SURFACE TRANSPORTATION BOARD

FIRST UNION RAIL

One O'hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018-4214

Tel 847.318.7575
Fax 847 318.7588
www.firstunionrail.com

VIA UPS NEXT DAY AIR

August 14, 2012

Chief Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W., Suite 100
Washington, DC 20423-0001
Attn: Recordation of Railroad Equipment

Re: Memorandum of Partial Lease Termination

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) originals of a Memorandum of Partial Lease Termination dated August 10, 2012, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Memorandum of Lease evidencing such lease Equipment which was duly filed at the Surface Transportation Board on March 14, 2012 at 2:23 p.m. under recordation number 30123.

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Centre
6250 N River Road, Suite 5000
Rosemont, IL 60018

Lessee: National Railway Equipment Co.
908 Shawnee Street
Mt. Vernon, IL 62864

The enclosed document is for sixteen (16) locomotives having FURX marks, (see Exhibit A for unit numbers) which have been terminated in all respects and are no longer covered under the Lease.

A short summary of the document to appear in the index follows: **Memorandum of Partial Lease Termination**

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5397. Thank you for your cooperation in this matter.

Sincerely,


Marcia Dunne
Senior Documentation Specialist

Enclosures

(NREC002A)

AUG 15 '12 -4 24 PM

ASSGN NO NREC002

NOTICE OF PARTIAL TERMINATION OF LEASE
(Surface Transportation Board)**SURFACE TRANSPORTATION BOARD**

THIS NOTICE OF PARTIAL TERMINATION OF LEASE is made as of this 10 day of August, 2012, by and between FIRST UNION RAIL COROPORATION, a North Carolina corporation (the "Lessor"), and NATIONAL RAILWAY EQUIPMENT CO., an Illinois corporation (the "Lessee").

WITNESSETH:

WHEREAS, Lessor and Lessee entered into that certain Equipment Lease Agreement and Lease Supplement No. 1 dated February 1, 2012 (together, the "Lease"), evidenced by a Memorandum of Lease dated February 1, 2012 (the "Memorandum") which was recorded with the Surface Transportation Board on March 14, 2012 at 2:23 p.m. under Recordation No. 30123.

WHEREAS, certain rail equipment subject to the Lease has been purchased by the Lessee.

NOW THEREFORE, the Lessor and Lessee, for good and valuable consideration, desire to clarify the public record as follows:

1. The rail equipment identified on the attached Exhibit A has been terminated in all respects and is no longer subject to the Lease.
2. Lessor and Lessee agree to record this Notice of Partial Termination of Lease so as to release the identified rail equipment with respect to the Lease.

IN WITNESS WHEREOF, the parties hereto have each caused this NOTICE OF PARTIAL TERMINATION OF LEASE to be duly executed by their duly authorized representatives duly authorized as of the date and year first above written.

[The remainder of this page intentionally left blank.]

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: Richard F. Seymour

Name: RICHARD F. SEYMOUR

Title: VICE PRESIDENT SALES & MARKETING

By: Susan Grodzinsky

Name: SUSAN GRODZINSKY

Title: OF DOCUMENTATION

Executed on this 14th day of Aug., 2012

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

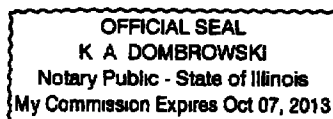
K A. Dombrowski, a Notary aforesaid, certify that
RICHARD F. SEYMOUR personally appeared before me this day and
acknowledged his/her due execution of the foregoing Notice of Partial Termination of Lease.

WITNESS my hand and official stamp or seal, this 14th day of Aug., 2012.

K A. Dombrowski
Notary Public

My Commission Expires.

10/7/2013
(Notary Public)



LESSEE:

NATIONAL RAILWAY EQUIPMENT CO.

ATTEST:

By: [Signature]

Name: Robert P. Riley

Title: CFO

By: _____

Name: _____

Title: _____

Executed on this 10 day of August, 2012.

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF Jefferson

I, Jeanne Reininger, a Notary aforesaid, certify that
Robert P. Riley personally appeared before me this day and
acknowledged his/her due execution of the foregoing Notice of Partial Termination of Lease.

WITNESS my hand and official stamp or seal, this 10 day of Aug, 2012.

Jeanne E Reininger
Notary Public

My Commission Expires:

3/3/14
(Notary Public)



EXHIBIT A
NOTICE OF PARTIAL TERMINATION OF LEASE
EQUIPMENT

	Reporting Mark	Unit Number	Locomotive Model
1	FURX	3000	SD40-2R
2	FURX	3001	SD40-2R
3	FURX	3002	SD40-2R
4	FURX	3003	SD40-2R
5	FURX	3004	SD40-2R
6	FURX	3005	SD40-2R
7	FURX	3006	SD40-2R
8	FURX	3007	SD40-2R
9	FURX	3008	SD40-2R
10	FURX	3009	SD40-2R
11	FURX	3010	SD40-2R
12	FURX	3011	SD40-2R
13	FURX	3012	SD40-2R
14	FURX	3013	SD40-2R
15	FURX	3014	SD40-2R
16	FURX	3031	SD40-2R